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FCC/MELLON

DEC 27 2006

December 26, 2006

VIA COURIER

Bingham McCutchen LLP
Suite 300
3000 K Street NW
Washington, DC
20007-5116

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

202.424.7500
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Boston
Hartford
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New York
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Tokyo
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Washington

Re: Application of Pac-West Telecomm, Inc., Pac-West Acquisition Company LLC, and Columbia Ventures Corporation For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934 and Section 63.04 and 63.18 of the Commission's Rules to Transfer of Control of Pac-West Telecomm, Inc to Pac-West Acquisition Company LLC and Ultimately to Columbia Ventures Corporation

Dear Ms. Dortch:

On behalf of Pac-West Telecomm, Inc. ("Pac-West"), Pac-West Acquisition Company LLC ("PWAC"), and Columbia Ventures Corporation ("CVC") (together, "Applicants"), enclosed please find an original and six (6) copies of an application for Section 214 authority to transfer of control of Pac-West to PWAC, a wholly owned subsidiary of Columbia Ventures Corporation ("CVC"). Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's rules. Applicants are simultaneously filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,

Brett Ferenczak

Jean L. Kiddoo
Brett P. Ferenczak

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

REMITTANCE ADVICE

Approved by OMB
3060-0589

Page 1 of 3

(1) LOCKBOX # 358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Pac-West Telecomm, Inc.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 c/o Brett Ferencsak, Bingham McCutchen, LLP			
(5) STREET ADDRESS LINE NO. 2 3000 K Street N.W., Suite 300			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20007
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-424-7500		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0001-7352-24		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Pac-West Telecomm, Inc.			
(14) STREET ADDRESS LINE NO. 1 1776 W. March Lane, Suite 250			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Stockton		(17) STATE CA	(18) ZIP CODE 95207
(19) DAYTIME TELEPHONE NUMBER (include area code) 209-926-3300		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0001-7352-24		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, M. Renee Britt, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <i>M. Renee Britt</i>		DATE 12/27/2006	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>2</u> of <u>3</u>		SPECIAL USE FCC ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Pac-West Acquisition Company LLC		
(14) STREET ADDRESS LINE NO. 1 203 S.E. Park Plaza Drive		
(15) STREET ADDRESS LINE NO. 2 Suite 270		
(16) CITY Vancouver	(17) STATE WA	(18) ZIP CODE 98684
(19) DAYTIME TELEPHONE NUMBER (include area code) 360-816-1840		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0015-8702-72		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>3</u> of <u>3</u>		SPECIAL USE
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		FCC ONLY
(13) APPLICANT NAME Columbia Ventures Corporation		
(14) STREET ADDRESS LINE NO. 1 203 S.E. Park Plaza Drive		
(15) STREET ADDRESS LINE NO. 2 Suite 270		
(16) CITY Vancouver	(17) STATE WA	(18) ZIP CODE 98684
(19) DAYTIME TELEPHONE NUMBER (include area code) 360-816-1840	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0009-7051-12	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

In the Matter of the Application of)
)
)
Pac-West Telecomm, Inc.,) ITC-T/C-2006-_____
Pac-West Acquisition Company LLC,)
)
)
and)
)
)
Columbia Ventures Corporation)
)
)
For Grant of Authority Pursuant to)
Section 214 of the Communications Act of)
1934 and Section 63.04 and 63.18 of the)
Commission's Rules to Transfer of Control of)
Pac-West Telecomm, Inc to)
Pac-West Acquisition Company LLC and)
Ultimately to Columbia Ventures Corporation)
)

Pac-West Telecomm, Inc. ("Pac-West"), Pac-West Acquisition Company LLC ("PWAC"), and Columbia Ventures Corporation ("CVC") (together, "Applicants"), by their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, request approval from the Federal Communications Commission ("Commission") for a transaction resulting in the transfer of control of Pac-West to PWAC, a wholly owned subsidiary of Columbia Ventures Corporation ("CVC"), through the conversion of non-voting, preferred stock of Pac-West owned by PWAC into voting common stock in Pac-West. Pac-West is a non-dominant carrier that holds Section 214 authority to provide interstate and international telecommunications services. This transaction is critical to the financial viability of Pac-West

and its continued ability to serve customers on an uninterrupted basis and, therefore, Applicants request expedited processing of this Application.

In support, Applicants state as follows:

I. APPLICATION ELIGIBLE FOR STREAMLINED PROCESSING

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12.

With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because immediately following the transactions (1) Applicants and their Affiliates (as defined in Section 3(1) of the Communications Act) together will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transactions); and (3) none of the Applicants or their Affiliates is dominant with respect to any service that they provide.

This Application is also eligible for streamlined processing with respect to international authority pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b), because (1) Pac-West will be affiliated with foreign carriers following the transaction, but for each such foreign carrier, the Commission has previously determined that the foreign carrier lacks market power in the countries in which it operates; (2) Pac-West will not be affiliated with any dominant U.S. carrier; and (3) no authority is requested to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

II. DESCRIPTION OF APPLICANTS

A. Pac-West Telecomm, Inc.

Pac-West is a publicly-traded, California corporation that maintains its principal place of business at 1776 W. March Lane, Suite 250, Stockton, California 95207. Pac-West, and its predecessor, began offering long distance service in 1982, and local service in 1996. Currently, Pac-West is a provider of integrated communication solutions that enable communication providers to use its network and services as an alternative to building and maintaining their own networks. Pac-West's customers currently include Internet service providers (ISPs), Voice over Internet Protocol (VoIP) providers, other enhanced communication service providers (ESPs), and other wholesale customers who provide communication services to their end-users. Pac-West also provides interstate long distance services (primarily 800 service) to business customers. Finally, Pac-West also has a few residential customers who are also employees of Pac-West.

Pac-West holds Section 214 authority to provide resold switched international services pursuant to authority granted by the Commission in IB File No. ITC-ASG-19960701-00287 (Old File No. ITC-96-371(AL)).¹ Pac-West also holds blanket domestic Section 214 authority to provide interstate telecommunications services. Pac-West is also authorized to provide local exchange and interexchange services in 34 states and the District of Columbia. Pac-West's subsidiary, Pac-West Telecomm of Virginia, Inc., is authorized to provide local exchange and interexchange telecommunications services in Virginia.

¹ See Memorandum Opinion, Order an Authorization, IB File No. ITC-ASG-19960701-00287 (Old File No. ITC-96-371(AL), DA 96-1563 (released Sept. 20, 1996). In that case, CALPAGE assigned its international Section 214 authorization granted in Old IB File No. ITC-92-160 to its affiliate, Pac-West.

B. Pac-West Acquisition Company LLC and Columbia Ventures Corporation

PWAC is a Washington limited liability company with principal offices at 203 S.E. Park Plaza Drive, Suite 270, Vancouver, Washington 98684. PWAC is a wholly owned subsidiary of CVC. PWAC was formed for the sole purpose of making the proposed investment in Pac-West and will be a holding company for Pac-West following completion of the transaction.

CVC is an investment company that owns and operates a portfolio of telecommunications companies and a small number of manufacturing businesses around the world. CVC is authorized to provide domestic interstate and international telecommunications services pursuant to Section 214 authorizations from the Commission,² but CVC does not directly provide telecommunications services.

CVC owns fifty percent (50%) of One Communications Corp. ("One Communications"), a holding company that owns each of the licensed CLEC's identified on Exhibit A hereto (collectively, the "One Subsidiaries"). One Communications provides telecommunications services to small, medium and large businesses predominantly in the Northeast, Mid-Atlantic and upper Mid-west regions. Service offerings include local, long distance, and toll free telephony services; post-paid calling card services; conference calling; frame relay, private line, DSL, VPN, ATM; Internet access, webmail and converged services. Where possible, One Communications provides services using its broadband, IP-based network, which uses Cisco network infrastructure and a redundant fiber optic backbone. In addition, One Communications operates a more traditional circuit switch-based network and provides service by reselling the local and interexchange telephony services of other telecommunications carriers.

² CVC holds global facilities-based and resale international Section 214 authority granted by the Commission in IB File No. ITC-214-19980820-00606 and assigned to CVC in IB File No. ITC-ASG-20040506-00308. See Public Notice, DA 04-2520, Report No. TEL-00821 (released Aug. 12, 2004).

CVC also owns five companies that do business under the Hibernia Atlantic name³ and that collectively own a trans-Atlantic fiber-optic network linking Boston, Massachusetts, Halifax, Canada, Dublin, Ireland and London, United Kingdom.⁴ In the U.S., the Hibernia Companies provide primarily high-capacity international circuits at this time. None of the foreign Hibernia Companies have market power in their destination markets.

CVC holds ownership interest in two other foreign telecommunications carriers, Globalstar Australia and Magnet Networks Limited. CVC's wholly-owned subsidiary, Columbia Ventures (Australia) Pty. Ltd., hold a 50 percent interest in Globalstar Australia, a provider of competitive wireless services in Australia. Globalstar Australia does not have market power in Australia. Magnet Networks is a Dublin, Ireland based communications company that provides telephone, internet, and video services in and around Dublin. Magnet Networks does not have market power in Ireland.

CVC also owns Columbia Fiber Solutions (the owner and operator of a 300-mile dark fiber-optic network in the Spokane, Washington/Coeur d'Alene, Idaho area) and a 12.3 percent ownership interest in Metro One Telecommunications, Inc., which provides directory assistance and information services via a nationwide network of call centers.

Kenneth D. Peterson, Jr., a U.S. citizen, holds 100 percent of the ownership interest in CVC. Mr. Peterson is the Chief Executive Officer, Chairman and Founder of CVC. Other than through CVC, none of Mr. Peterson's ownership interests in U.S. telecommunications services

³ These companies consist of Hibernia Atlantic Cable System Limited (f/k/a CVC Acquisition Company (Ireland) Limited, Hibernia Atlantic (UK) Limited (f/k/a CVC Acquisition Company (UK) Limited), Hibernia Atlantic Communications (Canada) Company (f/k/a CVC Acquisition Company (Canada) Ltd.), Hibernia Atlantic U.S. LLC (f/k/a Columbia Ventures U.S. Acquisition LLC), and CVC Acquisition (CI) Corporation (collectively, the "Hibernia Companies").

⁴ See IB File Nos. SCL-T/C-20021213-00104 and SCL-ASG-20021213-00103 granted Jan. 31, 2003, in DA No. 03-335 (released Jan. 31, 2003).

providers exceeds 10 percent. Mr. Peterson owns 100 percent of European Access Providers Limited ("LEAP"), a competitive provider of wireless and Internet over DSL services in Ireland. LEAP holds less than a 50 percent market share in the international transport and local access market in Ireland and thus does not have market power in Ireland.

III. DESCRIPTION OF TRANSACTION (ANSWER TO QUESTION 13)

PWAC, which currently does not own any common or other voting stock of Pac-West, will acquire direct control of Pac-West through the conversion of non-voting, preferred stock of Pac-West owned by PWAC into common stock of Pac-West. Upon completion of the conversion, PWAC will own approximately 95% of the common stock of Pac-West on a fully diluted basis. Pac-West, therefore, will be a direct subsidiary of PWAC and an indirect subsidiary of CVC. For the Commission's convenience, pre- and post-transaction corporate organization charts are provided as Exhibit B.

On November 15, 2006, Pac-West and PWAC entered into a Preferred Stock Purchase Agreement (the "Stock Purchase Agreement"). Pursuant to the Stock Purchase Agreement, PWAC purchased, in aggregate, 48,158 shares of newly designated non-voting and convertible Series B-1 Preferred Stock, par value \$0.001 per share, of Pac-West (the "Series B-1 Preferred Stock") and newly designated non-voting and convertible Series B-2 Preferred Stock (the "Series B-2 Preferred Stock" and together with the Series B-1 Preferred Stock, the "Preferred Stock").⁵

⁵ The Series B-1 Preferred Stock was issued by Pac-West on November 15, 2006 and the Series B-2 Preferred Stock will be issued following receipt by Pac-West of the requisite approval from the shareholders of Pac-West to increase the number of authorized shares of Common Stock, par value \$0.001 per share ("Common Stock") to permit the conversion of all outstanding Series B-2 Preferred Stock and provide for such additional shares of authorized Common Stock as the Board of Directors of Pac-West determines is necessary or appropriate.

Concurrently with the execution of the Stock Purchase Agreement, and in order to permit Pac-West to continue its operations, another newly created subsidiary of CVC, Pac-West Funding Company ("PWFC"), purchased all of Comerica Bank's rights, title and interest in its existing Loan and Security Agreement with Pac-West and such Loan and Security Agreement was amended and restated as the Amended and Restated Loan and Security Agreement (the "Amended and Restated Loan and Security Agreement"). Control of Pac-West was not transferred to PWAC or PWFC as a result of the issuance of the non-voting Preferred Stock to PWAC or the purchase by PWFC of Comerica's interest in the Loan and Security Agreement.

As noted above, this transaction is critical to the continued financial viability and ability of Pac-West to provide uninterrupted service to its customers. Indeed, absent this transaction, Pac-West had been faced with a decision to immediately file for bankruptcy protection and liquidation, which would have had extremely adverse consequences for its employees and investors and resulted in a discontinuance of service to its customers. Instead, the Stock Purchase Agreement means that Pac-West will continue to have access to financing and thereby to continue in operation, providing stability for its employees and customers.

Moreover, the transaction will not result in a change in the day-to-day management of Pac-West. In addition, the manner in which Pac-West currently offers service will not change; Pac-West will continue to offer the services it currently offers with no change in the rates or terms and conditions of service. The transaction, therefore, will be seamless and transparent to consumers.

IV. PUBLIC INTEREST CONSIDERATIONS

Petitioners submit that the transaction will serve the public interest. The transaction is necessary to provide critical financial resources to Pac-West that will allow Pac-West to continue

to provide high quality services to its customers. Without the transaction, Pac-West faced the undesirable likelihood of liquidation, with negative consequences for its employees, customers and investors. The public interest will be served by granting approval of the transaction.

Further, the Pac-West management team will remain in place and Pac-West will not change its name or its rates, terms or conditions of service as result of the transaction. The transaction, therefore, will be transparent to consumers.

In sum, the transaction will enable Pac-West to continue to provide high-quality telecommunications services to the benefit of consumers.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a) through (d), and (h) through (p), for Applicants.

(a) Name, address and telephone number of each Applicant:

Pac-West:

Pac-West Telecomm, Inc.
1776 W. March Lane, Suite 250
Stockton, CA 95207
Tel: (209) 926-3300

FRN: 0001735224

PWAC:

Pac-West Acquisition Company
203 S.E. Park Plaza Drive
Suite 270
Vancouver, WA 98684
Tel: (360) 816-1840

FRN: 0015870272

CVC:

Columbia Ventures Corporation
203 S.E. Park Plaza Drive
Suite 270
Vancouver, WA 98684
Tel: (360) 816-1840

FRN: 0009705112

(b) Jurisdiction of Organizations:

Pac-West:

Pac-West is a corporation formed under the laws of the State of California.

PWAC:

PWAC is a limited liability company formed under the laws of the State of Washington.

CVC:

CVC is a corporation formed under the laws of the State of Washington.

(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Applicants:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
(202) 424-7500 (Tel)
(202) 424-7647 (Fax)
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

For Pac-West:

John Sumpter
Vice President Regulatory
Pac-West Telecomm, Inc.
1776 W. March Lane, Suite 250
Stockton, CA 95207
(209) 926-3136 (Tel)
(209) 926-4585 (Fax)
jsumpster@pacwest.com

For PWAC and CVC:

Lisa F. Rackner
Ater Wynne LLP
KOIN Building
222 S.W. Columbia, Ste. 1800
Portland, OR 97201
(503) 226-1191 (Tel)
(503) 226-0079 (Fax)
lfr@aterwynne.com

- (d) Pac-West holds international Section 214 authority to provide resold switched services granted by the Commission in IB File No. ITC-ASG-20030611-00290.⁶ Pac-West also holds blanket domestic Section 214 authority.

PWAC does not hold international or domestic Section 214 authority.

CVC holds global facilities-based and resale international Section 214 authority granted by the Commission in File No. ITC-214-19980820-00606 and assigned to CVC in File No. ITC-ASG-20040506-00308. *See* Public Notice, DA 04-2520, Report No. TEL-00821 (released Aug. 12, 2004). CVC also holds blanket domestic Section 214 authority. Certain subsidiaries of CVC also holds international and/or domestic Section 214 authorizations.⁷

⁶ See Memorandum Opinion, Order an Authorization, IB File No. ITC-ASG-19960701-00287 (Old File No. ITC-96-371(AL), DA 96-1563 (released Sept. 20, 1996). In that case, CALPAGE assigned its international Section 214 authorization granted in Old IB File No. ITC-92-160 to its affiliate, Pac-West.

⁷ Certain of the One Subsidiaries hold domestic and/or international Section 214 authorizations. Additional information regarding those authorizations was provided in WC Docket No. 06-47 and IB File Nos. ITC-T/C-20060222-00100, ITC-T/C-20060222-00101, ITC-T/C-20060222-00102, ITC-T/C-20060222-00103, ITC-T/C-20060222-00105, and ITC-T/C-20060222-00106. Applicants incorporate that information by reference herein.

- (b) (Answer to Questions 11 & 12) The following entities own directly or indirectly 10% or more of Pac-West, PWAC and CVC:

Pac-West:

Pac-West Telecomm, Inc. is currently a widely held, publicly traded company (OTCBB: PACW.PK) with only one person or entity having a 10% or greater direct or indirect ownership interest in Pac-West (the ownership interests are calculated using the FCC's attribution rules).

Name:	Samuel A. Plum
Address:	c/o SCP Private Equity Management, L.P. 1200 Liberty Ridge Drive, Suite 300 Wayne, PA 19087
Ownership Interest:	Approx. 10.3% (direct and indirect ownership) ⁸
Citizenship:	U.S.
Principal Business:	Individual

No other person or entity currently holds or controls a 10% or greater direct or indirect interest in Pac-West. Pac-West does not have any interlocking directorates with a foreign carrier.

Upon completion of the transaction, PWAC will have approximately a 95 percent (95%) interest in Pac-West:

Name:	Pac-West Acquisition Company LLC
Address:	203 S.E. Park Plaza Drive Suite 270 Vancouver, WA 98684
Ownership Interest:	Approx. 95% (direct in Pac-West)
Citizenship:	U.S.
Principal Business:	Investment

PWAC and CVC:

PWAC is a wholly owned subsidiary of CVC.

Name:	Columbia Ventures Corporation
Address:	203 S.E. Park Plaza Drive Suite 270 Vancouver, WA 98684
Ownership Interest:	100% (direct in PWAC)
Citizenship:	U.S.
Principal Business:	Investment

⁸ Mr. Plum directly owns approximately 0.5% of Pac-West. Mr. Plum controls approximately an additional 9.8% of Pac-West as a managing general partner of SCP Private Equity Management, L.P., which is the general partner of SCP Private Equity Partners, L.P., which directly owns approximately 9.8% of Pac-West.

CVC is wholly owned by Mr. Kenneth D. Peterson, Jr.

Name: Kenneth D. Peterson, Jr.
Address: 203 S.E. Park Plaza Drive
Suite 270
Vancouver, WA 98684
Ownership Interest: 100% (direct in CVC)
Citizenship: U.S.
Principal Business: Individual

No other entity or individual holds a 10% or greater direct or indirect interest in PWAC or CVC. PWAC and CVC does not have any interlocking directorates with a foreign carrier except for Hibernia Atlantic Cable System Limited, Hibernia Atlantic (UK) Limited, Hibernia Atlantic Communications (Canada) Company, Magnet Networks Limited, European Access Providers Limited.²

- (i) (Answer to Question 14) Applicants certify that none of the Applicants is a foreign carrier. Applicants certify that PWAC and CVC are affiliated and, upon completion of the transaction, Pac-West will be affiliated, with foreign carriers in Australia, Canada, Ireland and the United Kingdom.
- (j) (Answer to Question 15) Upon completion of the transaction, Applicants certify that
 - (1) None of the Applicants is a foreign carrier;
 - (2) Neither Pac-West nor PWAC will control a foreign carrier in any destination country to which Pac-West seeks to provide international telecommunications services. CVC controls a foreign carrier in Australia, Canada, Ireland and the United Kingdom.
 - (3) Mr. Peterson controls more than 25 percent of Applicants controls a foreign carrier, through his control of CVC, in Australia, Canada, Ireland, and the United Kingdom; and
 - (4) No two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Australia, Canada, Ireland, and the United Kingdom are all members of the World Trade Organization.
- (l) Upon completion of the transaction, Pac-West may resell international switched services of unaffiliated U.S. carriers in order to provide telecommunications

² Mr. Peterson is a director of CVC, PWAC, the One Companies and each of CVC's foreign carrier subsidiaries. Vern Kennedy is a director of CVC and Magnet Networks Limited.

services to countries where it will have a foreign carrier affiliation. Pac-West should be presumptively found to be non-dominant pursuant to Section 63.10(a)(3) of the Commission's Rules. Globalstar Australia, Magnet Networks, LEAP and the foreign Hibernia Companies (collectively, the "CVC Foreign Carrier Affiliates") are not listed on the Commission's List of Foreign Telecommunications that are presumed to Possess Market Power in Foreign Telecommunications Markets, released on May 28, 2004. The Commission implicitly acknowledged that none of the CVC Foreign Carrier Affiliates had market power in their respective destination markets when it retained the non-dominant status of the One Subsidiaries when it granted the transfer of control of certain of the One Subsidiaries in IB File Nos. ITC-T/C-20060222-00100, ITC-T/C-20060222-00101, ITC-T/C-20060222-00102, ITC-T/C-20060222-00103, ITC-T/C-20060222-00105, ITC-T/C-20060222-00106, ITC-T/C-20060410-00227, ITC-T/C-20060410-00228, and ITC-T/C-20060410-00229.

- (m) Pac-West will continue to qualify for a presumption of non-dominance under Section 63.10(a)(1) and (3) of the Commission's Rules because it is not a foreign carrier and, as demonstrated above in paragraph (k), its proposed affiliation will be with a non-dominant foreign carriers in Australia, Canada, Ireland and the United Kingdom, which are all Members of the WTO.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

VI. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the proposed transaction is set forth in **Section III.** above.

- (a)(7) Currently, Pac-West is a provider of integrated communication solutions that enable communication providers to use its network and services as an alternative to building and maintaining their own networks. Pac-West provides these services in Alabama, Arizona, California, Colorado, Delaware, the District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Kentucky, Maryland, Nevada, New Jersey, New York, North Carolina, Oregon, Pennsylvania, Rhode Island, South Carolina, Utah, Virginia, Washington, and Wisconsin. Pac-West also provides interstate long distance services (primarily 800 service) to business customers in Arizona, California, Nevada, Oregon, and Washington. Finally, Pac-West also has a few residential customers in California who are also employees of Pac-West.

The One Subsidiaries provide communications and/or information services to businesses predominantly in the Northeast, Mid-Atlantic and Midwest regions (Connecticut, Delaware, District of Columbia, Illinois, Indiana, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Vermont, Virginia, West Virginia, and Wisconsin) where one or more of the One Subsidiaries is a licensed CLEC. CTC Communications Corp. is also licensed to provide resold/IXC services in each state in the Continental United States, where it is not a licensed CLEC. Service offerings include local, long distance, and toll free telephony services; post-paid calling card services; conference calling; frame relay, private line, DSL, VPN, ATM; Internet access, webmail and converged services.

Columbia Fiber Solutions is a dark fiber provider in Washington state.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. § 63.03, because, immediately following the transactions, (1) Applicants and their Affiliates (as defined in Section 3(1) of the Communications Act) together will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which are parties to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service that they provide.
- (a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to the transaction described herein.
- (a)(10) For various important business and financial reasons, Applicants require that the transaction be closed as quickly as possible. Delay in the regulatory approval process would prevent the Applicants from realizing the economic and

operational benefits expected from the transaction or delivering expanded services as quickly as they otherwise would. Accordingly, Applicants request that the Commission promptly commence its examination of the proposed transaction and issue its public notice so that it can be in a position to approve the transaction as soon as possible.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV**, above.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by an expedited grant of this Application. Applicants respectfully request streamlined treatment to permit Applicants to complete the transaction as soon as possible.

Respectfully submitted,

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Counsel to Applicants

Dated: December 20, 2006

LIST OF EXHIBITS

Exhibit A	Licensed CLEC Subsidiaries of One Communications Corp.
Exhibit B	Pre- and Post-Transaction Corporate Organization Charts
Verifications	

EXHIBIT A

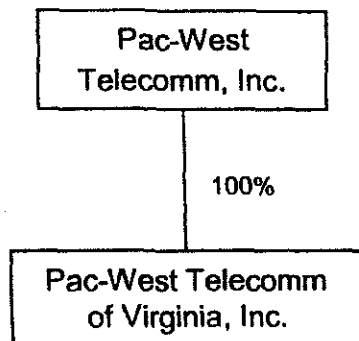
Licensed CLEC's of One Communications Corp.

Choice One Communications of Connecticut Inc.
Choice One Communications of Maine Inc.
Choice One Communications of Massachusetts Inc.
Choice One Communications of New York Inc.
Choice One Communications of Ohio Inc.
Choice One Communications of Pennsylvania Inc.
Choice One Communications of Rhode Island Inc.
Choice One Communications of Vermont Inc.
Choice One Communications of Virginia Inc.
Choice One of New Hampshire Inc.
Connecticut Broadband, LLC
Connecticut Telephone & Communication Systems, Inc.
Conversent Communications of Connecticut, LLC
Conversent Communications of Maine, LLC
Conversent Communications of Massachusetts, Inc.
Conversent Communications of New Hampshire, LLC
Conversent Communications of New Jersey, LLC
Conversent Communications of New York, LLC
Conversent Communications of Pennsylvania, LLC
Conversent Communications of Rhode Island, LLC
Conversent Communications of Vermont, LLC
Conversent Communications, LLC
CTC Communications Corp.
CTC Communications of Virginia, Inc.
FiberNet of Ohio, LLC
FiberNet Telecommunications of Pennsylvania, LLC
FiberNet, L.L.C.
Lightship Telecom, LLC
US Xchange Inc.
US Xchange of Illinois, L.L.C.
US Xchange of Indiana, L.L.C.
US Xchange of Michigan, L.L.C.
US Xchange of Wisconsin, L.L.C.

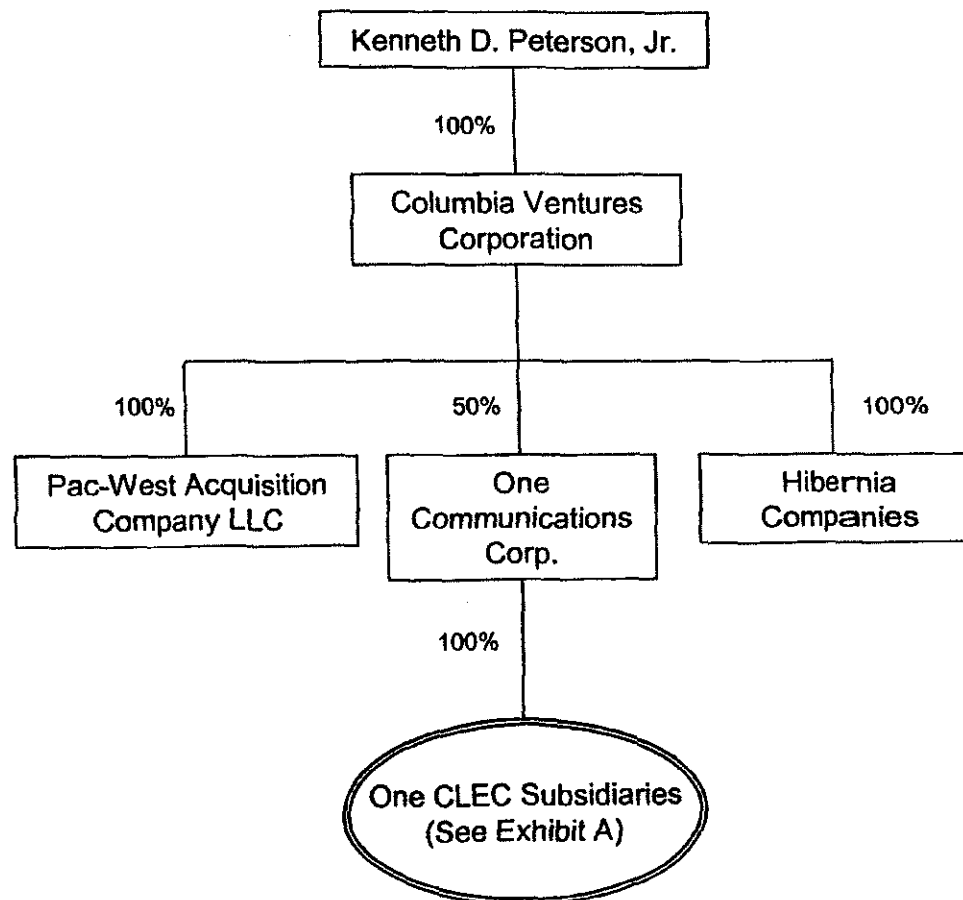
EXHIBIT B

Pre- and Post-Transaction Corporate Organization Charts

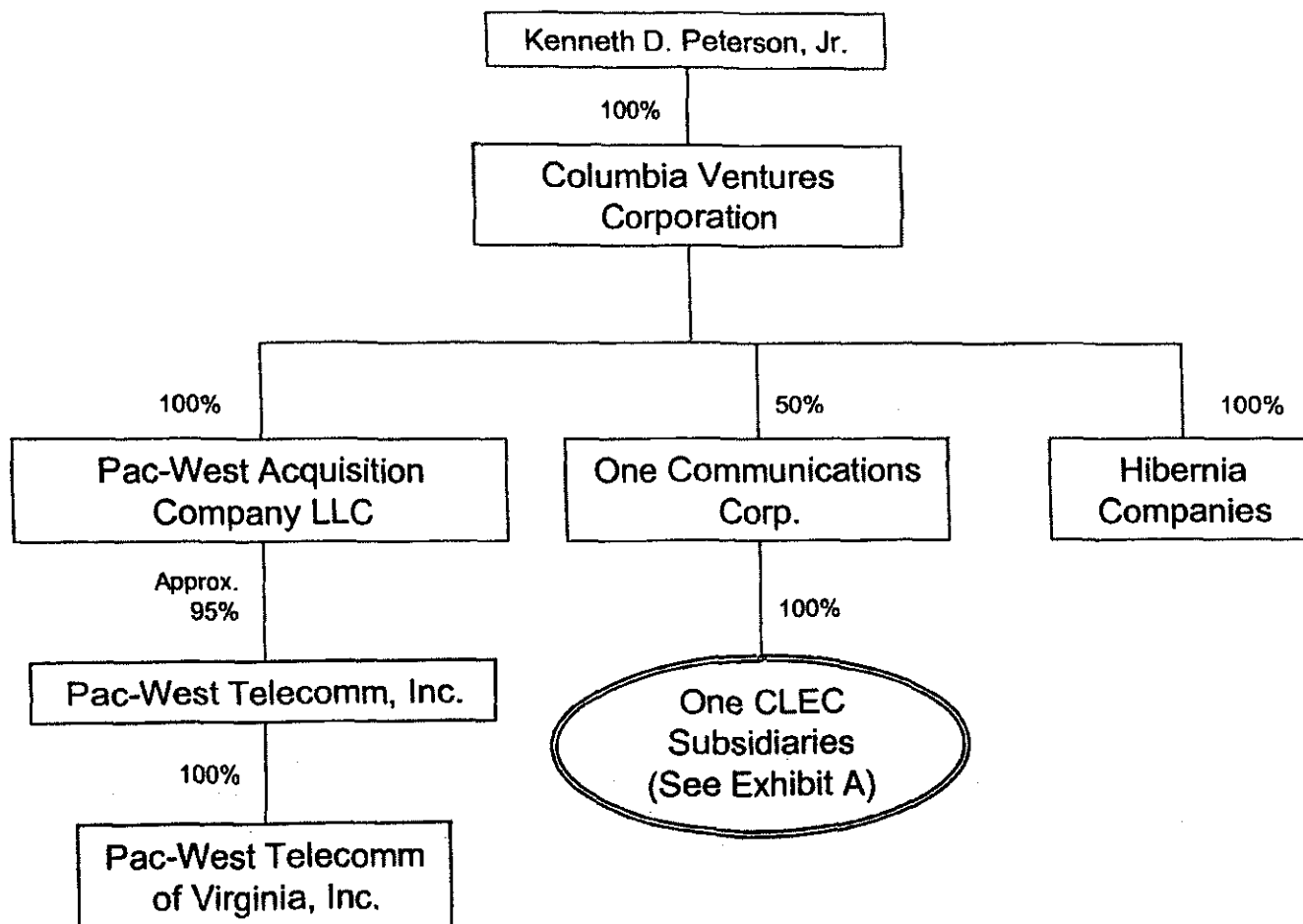
Pac-West
Pre-Transaction Ownership



Columbia Ventures Corporation
Pre-Transaction Ownership



Post-Transaction Ownership



STATE OF CALIFORNIA

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§

CITY OF STOCKTON

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VERIFICATION

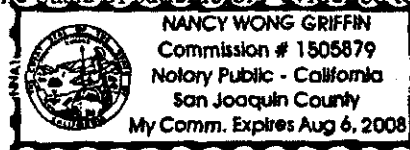
I, John F. Sumpter, state that I am Vice President Regulatory of Pac-West Telecomm, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.


John F. Sumpter
Vice President Regulatory
Pac-West Telecomm, Inc.

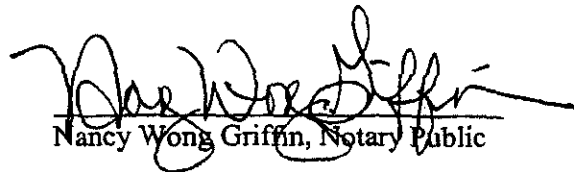
STATE OF CALIFORNIA :
: ss.
COUNTY OF SAN JOAQUIN :

Subscribed and sworn to (or affirmed) before me, Nancy Wong Griffin, Notary Public, on this 16th day of November, 2006 by John F. Sumpter, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

WITNESS my hand and official seal.



My Commission Expires: August 6, 2008

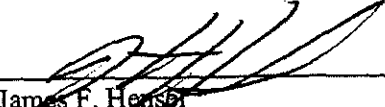

Nancy Wong Griffin, Notary Public

STATE OF OREGON
CITY OF PORTLAND

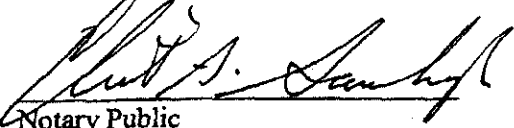
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VERIFICATION

I, James F. Hensel, state that I am Senior Vice President of Columbia Ventures Corporation, parent of Pac-West Acquisition Company LLC; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.


James F. Hensel
Senior Vice President
Columbia Ventures Corporation

Sworn and subscribed before me this 16th day of November, 2006.


Notary Public

My commission expires: 4/22/2009

